

**THE INSTITUTE OF ELECTRICAL & ELECTRONICS ENGINEERS, Inc.
THE INDUSTRIAL ELECTRONICS SOCIETY**

CONSTITUTION

Revised November 13, 2008

Article I

Name, Objectives and Field of Interest

Section 1. This organization shall be known as the Industrial Electronics Society (IES), hereafter referred to as the Society or IES of the Institute of Electrical and Electronics Engineers, Inc. (IEEE).

Section 2. Its objectives shall be scientific, literary, and educational in character. The society shall strive for the advancement of the theory and practice of electrical engineering and of the allied arts and sciences, and the maintenance of a high professional standing among its members, all in consonance with the Constitution and Bylaws of the IEEE and with special attention to such aims within the field of interest of the Society as are hereafter defined.

Section 3. The Society shall aid in promoting close cooperation and exchange of technical information among its members and to this end shall hold meetings for the presentation of papers and their discussion, and through its committees shall study and provide for the needs of its members.

Section 4. The field of interest of the Society shall be confined to the applications of Electronics and Electrical Sciences to Industrial Processes.

Section 5. The Field of Interest of the Society may be enlarged, reduced or shifted moderately as the need of the occasion indicate with the provision that such revisions shall be processed as an amendment to this constitution.

Article II

Bylaws

Section 1. Bylaws exist for the purpose of the operations and administration of the Society.

Section 2. Suitable Bylaws, and amendments thereto, may be adopted by a two thirds vote of the members present and entitled to vote at the time of the vote, provided a quorum is present and provided that notice of the proposed bylaw, or amendment, has been sent to each member of the Administrative Committee at least 30 days prior to such meeting; or a bylaw, or amendment, may be adopted by a two-thirds mail vote of the members of the Administrative Committee provided a 30-day period is provided for such responses. In either event, the proposed bylaw or amendment shall be published in the Society Transactions or

Magazine. No bylaw, or amendment, shall take effect until it has been published and approved by the IEEE.

Article III

Membership

Section 1. Membership in the Society shall be available only to members of the IEEE in any grade, including students, having a professional interest in any phase of the field of interest of the Society.

Section 2. Affiliates may participate in the Society activities, as provided by the IEEE Bylaws and subject to the applicable IEEE rules and regulations and any additional limitations imposed by the Society Bylaws.

Article IV

Finances

Section 1. The Society shall collect from its members and affiliates an annual assessment or fee, in accordance with the IEEE Bylaws and applicable rules and regulations.

Section 2. The Society may make registration charges at its Society meetings, symposia, conferences, and conventions. The registration fee for non-members of the IEEE shall be substantially higher than for IEEE members.

Section 3. The Society may raise revenues by other means, such as advertising, shows, requests for contributions, and charges for sending out notices to non-Society members, provided such means are consistent with applicable IEEE rules and regulations, and do not encroach on revenue fields of prior established Societies or Sections. Any new revenue means not explicitly covered by IEEE rules and regulations must be approved by the General Manager before being adopted by the Society.

Section 4. The stewardship for the assets of the society shall be the responsibility of the governing body.

Section 5. The fiscal year of the society shall be the same as the fiscal year of the IEEE.

Article V

Technical Meetings

Section 1. The Society may hold meetings, conferences, symposia, workshops, or conventions either alone or in cooperation with Sectional, Regional, National, or Organizational Committees of the IEEE, or other technical organizations, subject to IEEE rules and regulations. The Society shall sponsor at least one technical

conference of international scope each year, which may be held during some other IEEE meeting, or as a separate conference.

Section 2. Meeting and registration fee requirements shall comply with IEEE Policy.

Article VI

Publications

Section 1. The Society may have publications. All aspects related to the management of the publications program shall be specified in the Bylaws.

Article VII

Governing Body

Section 1. The Society shall be managed by an Administrative Committee (AdCom) of 21 members of the Society plus ex-officio members with vote as specified in the Bylaws. There may also be ex-officio members without vote.

Section 2. Sub-groups may be formed as provided in the IEEE rules and regulations, and the supervision of sub-group affairs, other than by the Administrative Committee, shall be as prescribed in the Bylaws.

Section 3. The terms of the 21 members-at-large of the Administrative Committee shall be for three years, seven members to be elected each year.

Section 4. The Administrative Committee shall annually determine whether the incumbent President (if eligible) shall continue for a second term or if the President-Elect shall assume the office of President upon the President completing his/her current term. If the President-Elect will assume the office of the President, then an election of the President-Elect shall be necessary. The Administrative Committee shall elect a President-Elect whose term shall be for one year, but he/she may be reelected for a second term. Vice Presidents, a Secretary, a Treasurer and an Assistant Treasurer (if required), shall also be elected annually for a one-year term, but they may be reelected. A President may not serve more than two consecutive terms. Vice-Presidents, the Secretary, the Treasurer and Assistant Treasurer (if required) can serve any number of consecutive terms.

Section 5. The duties and responsibility of the officers shall be as defined hereunder and in the Bylaws and as delineated by the Administrative Committee.

Section 6. The President under direction of the Administrative Committee shall have general supervision of the affairs of the Society. The President shall preside at meetings of the Administrative Committee, at general meetings of the Society, and at the "Annual Meeting of the Society", and have such other powers and

perform such other duties as may be provided in the Society Bylaws, or as may be delegated to the President by vote of the Society Administrative Committee. In his absence or incapacity his duties shall be performed by the President-Elect.

Section 7. The President shall be an ex-officio voting member of all committees of the Society. The President shall be a member of the IEEE Technical Activities Board (TAB) and when notified of a meeting of said Board, he/she shall ensure representation of the Society at such meeting by himself/herself, or by an alternate.

Section 8. The Administrative Committee may establish standing committees as prescribed in the Bylaws, including both functional committees and technical committees. Ad Hoc committees may also be established and such committee shall be automatically dissolved at a time to be fixed by the Administrative Committee. The Society President shall appoint committee chairman for terms of one year, or until their successors are appointed or the committees dissolved. Technical Committees may be established as needed to develop specific areas of the field of interest.

Section 9. The President-Elect shall assume the office of President if the current President is not reelected at the Annual Meeting as provided in the Bylaws, or whenever the President becomes unable to serve.

Section 10. The Administrative Committee may utilize the services of Headquarters as bursar, for all or part of the Society funds, as provided by IEEE Bylaws and rules and regulations. If any part of the Society funds are received and deposited separately, the terms and conditions shall be in accordance with IEEE policies and subject to the provisions of the Society Bylaws and to any special limitations imposed by the AdCom.

Section 11. Neither the IES nor any officer or member thereof shall have authority to contract debts for, pledge the credit of, or in any way bind the IEEE or the IES, except within the terms of previously approved budgets. A budget for the year is submitted and approved by the IEEE and the AdCom. Such financial arrangements will be binding only for the current fiscal year, except for obligations required for a conference or symposium.

Article VIII

Nomination & Election of Administrative Committee

Section 1. The nominating procedure shall include provision for petition by Society members to place a name on the ballot.

Section 2. Election of the 21 members-at-large of the Administrative Committee shall be as prescribed in the Bylaws.

Section 3. Within-term vacancies on the Administrative Committee shall be filled by appointments, for the unexpired terms, by the President with the consent of the Administrative Committee.

Article IX

Meetings of Administrative Committee

Section 1. The Administrative Committee shall hold at least two meetings, one of which is an Annual Meeting at a time specified in the Bylaws. Other meetings of the Administrative Committee shall be held at such times as are found necessary and/or convenient. Special meetings of the committee may be called by the President of the Society at his/her own discretion or upon request of three other members of the Committee, with at least 6 weeks notice.

Section 2. The number of Administrative Committee members constituting a quorum will be specified in the Bylaws. All members shall have an equal vote. Ex-officio members shall have a vote unless the Bylaws specifically provide otherwise.

Section 3. The vote of a majority of the members present and entitled to vote, at the time of vote, provided a quorum is present, shall be the act of the Administrative Committee or any committee thereof, except as otherwise provided in this constitution.

Section 4. The Administrative Committee or any committee thereof may meet and act upon the vote of its members by any means of telecommunication. The normal voting requirements shall apply when action is taken by means of telecommunications equipment allowing all persons participating in the meeting to hear each other at the same time.

Section 5. The Administrative Committee or any committee thereof may take action without a meeting if applicable (e.g. email voting). An affirmative vote of a majority of **all** the voting members of the Administrative Committee or any committee thereof shall be required to approve the action. The results of the vote shall be confirmed promptly in writing or by electronic transmission. The writings and/or electronic transmissions shall be filed with the minutes of the proceedings of the Administrative Committee or any committee thereof. "Electronic transmission" means any form of electronic communication, such as e-mail, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient.

Section 6. Voting. Individuals holding more than one position on the Administrative Committee or any committee thereof, shall be limited to one vote on each matter being considered by the Administrative Committee or committee.

Section 7. Vote of the Presiding officer. The presiding officer of the Administrative Committee shall have no vote on the Administrative Committee except if the vote is by secret ballot or unless the Chair's vote can change the outcome of the vote.

Section 8. Proxy voting is not allowed.

Article X

Amendments to the Constitution

Section 1. Amendments to this constitution may be initiated by petition submitted by twenty-five members of the Society or by the Administrative Committee, submitted to the Technical Activities Board and to the Executive Committee of the IEEE for approval. After such approval, the proposed amendment shall be published in the Society Transactions or Magazine, with notice that it goes into effect unless five percent of the Society paid by members object within 60 days. If such objections are received, a copy of the proposed amendment shall be mailed with a ballot to all members of the Society at least 30 days before the date appointed for return of the ballots, and the ballots shall carry a statement of the time limit for their return to the IEEE office. When a mail vote of the entire Society membership is made necessary, approval of the amendment by at least two-thirds of the ballots returned shall be necessary for its enactment.